

## FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

## OMB APPROVAL

OMB Number: 3235-0076  
Expires: March 31, 1991  
Estimated average burden  
hours per response...16.00

## SEC USE ONLY



02033580

Name of Offering (r check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) X ULOE  
Type of filing: New Filing X Amendment

## A. BASIC IDENTIFICATION DATA

## 1. Enter the information requested about the issuer

Name of Issuer (r check if this is an amendment and name has changed, and indicate change.)

AEI Private Net Lease Millennium Fund Limited Partnership

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
1300 Minnesota World Trade Center, 30 E. 7th Street, St. Paul, MN 55101 (651) 227-7333

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business

## To Acquire and Hold Commercial Real Estate

Type of Business Organization  
corporation X limited partnership, already formed  
business trust limited partnership, to be formed other (please specify):

PROCESSED

MAY 15 2002

THOMSON  
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month 12 Year 99 X Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)

MN

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6). 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

### A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years:
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of 10% or more of a class of equity securities of the issuer:
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:      ☒ Promoter      ☒ Beneficial Owner      Executive Officer      Director      ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

**AEI Fund Management XVIII, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1300 Minnesota World Trade Center, 30 E. 7th Street, St. Paul, MN 55101**

Check Box(es) that Apply:      ☒ Promoter      Beneficial Owner      Executive Officer      Director      General and/or Managing Partner

Full Name (Last name first, if individual)

**AEI Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1300 Minnesota World Trade Center, 30 E. 7th Street, St. Paul, MN 55101**

### B. INFORMATION ABOUT OFFERING

- |   |                                     |                                     |
|---|-------------------------------------|-------------------------------------|
|   | Yes                                 | No                                  |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....   |                                     | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE.  |                                     |                                     |
| 2. What is the minimum investment that will be accepted from any individual? .....  | <b>\$ 20,000</b>                    |                                     |
|   | Yes                                 | No                                  |
| 3. Does the offering permit joint ownership of a single unit?.....  | <input checked="" type="checkbox"/> |                                     |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |                                     |                                     |

Full Name (Last name first, if individual)

**Distribution through NASD member firms. Names of all selling group participants are unknown as of the date of this filing. See "EXHIBIT A" attached for list of selling group participants as of the date of this filing.**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... X All States  
 [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ .....	\$ .....
Equity .....	\$ .....	\$ .....
r Common                      r Preferred		
Convertible Securities (including warrants) .....	\$ .....	\$ .....
Partnership Interests .....	\$ <u>18,000,000</u>	\$ <u>6,814,665</u>
Other (Specify .....) .....	\$ .....	\$ .....
Total .....	\$ <u>18,000,000</u>	\$ <u>6,814,665</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited investors .....	54	\$ <u>6,814,665</u>
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ .....
Regulation A .....	_____	\$ .....
Rule 504 .....	_____	\$ .....
Total .....	_____	\$ .....

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	\$ .....
Printing and Engraving Costs .....	\$ .....
Legal Fees .....	\$ .....
Accounting Fees .....	\$ .....
Engineering Fees .....	\$ .....

Sales Commissions (specify finders' fees separately) .....	\$ <b>1,080,000</b>
Other Expenses (identify) (Other Offering & Organization Expenses including all types of fees as listed above.)..	\$ <b>720,000</b>
Total .....	\$ <b>1,800,000</b>

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....


**\$ 16,200,000**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and Fees .....	\$ _____	\$ _____
Purchase of real estate .....	\$ <b>15,930,000</b>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities .....	\$ _____	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	\$ _____	\$ _____
Repayment of indebtedness .....	\$ _____	\$ _____
Working capital .....	\$ _____	\$ _____
Other (specify): <u>Property Search and Acquisition Costs</u> .....	\$ <b>270,000</b>	\$ _____
Column Tools .....	\$ _____	\$ _____
Total Payments Listed (column totals added) .....	\$ <b>16,200,000</b>	

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  <b>AEI Private Net Lease Millennium Fund</b>	Signature 	Date  <b>4-23-02</b>
Name of Signer (Print or Type) <b>By AEI Fund Management XVIII, Inc. Its General Partner</b>	Title of Signer (Print or Type) <b>Robert P. Johnson Its President</b>	

#### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)
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**E. STATE SIGNATURE**

1. Is any party described in 17 CRF 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ..... Yes No  
See Appendix, Column 5, for state response. X
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

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Issuer (Print or Type)

**AEI Private Net Lease Millennium Fund**

Signature

Date

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Name (Print or Type)

**By AEI Fund Management XVIII, Inc.  
Its General Partner**

Title (Print or Type)

**Robert P. Johnson  
Its President**

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**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## EXHIBIT A

Last Update 4/23/02

**Amerivet Securities, Inc.**

21800 Oxnard Street, Suite 220  
Woodland Hills, CA 92367-3643

States Licensed: AL, CA, CO, CT, DC, FL, GA, HI, ID, IL, KS, KY, MA, MD, MI, MN, MT, NC

**Berthel Fisher & Company Financial Services, Inc.**

100 Second Street SE  
P.O. Box 74250  
Cedar Rapids, IA 52407-4250

States Licensed: All States

**Camden Financial Services**

2301 Campus Drive, No. 250  
Irvine, CA 92612

States Licensed: AZ, CA, CO, FL, HI, ID, LA, MD, MA, NV, NJ, NY, OR, SC, TX, UT, WA

**Crown Capital Securities, L.P.**

725 Town & Country Road, Suite 310  
Orange, CA 92868-4707

States Licensed: All States

**Dunwoody Brokerage Services, Inc.**

8309 Dunwoody Place  
Atlanta, GA 30350-3307

States Licensed: AL, CA, CO, FL, GA, IL, LA, MD, MS, NC, NJ, NY, OH, OK, PA, SC, TN, TX, VA, and WA.

**Equity Services, Inc.**

National Life Drive  
Montpelier, VT 05604

States Licensed: All states except HI

**ePlanning Securities, Inc.**

3017 Douglas Boulevard, No. 250  
Roseville, CA 95661

States Licensed: All States

**FFP Securities, Inc.**

Conway Road, 2nd Floor  
Chesterfield, MO 63017

States Licensed: All States

**Franklin Financial Services Corporation**

1 Franklin Square  
Springfield, IL 62713

States Licensed: All States

**G.A. Repple & Company**

101 Normandy Road, Suite 101  
Casselberry, FL 32707

States Licensed: All states except AK, ID, HA, MS, NV, ND, SD, VT, WI, WY,

**H. Beck, Inc.**

11140 Rockville Pike, 4th Floor  
Rockville, MD 20852

States Licensed: All States

**Lincoln Financial Advisors**

1300 South Clinton  
Fort Wayne, IN 46804

States Licensed: All States

**Long Grove Trading Company**

500 Park Boulevard, Suite 800  
Itasca, IL 60143

States Licensed: All states except ND, ME, ID, UT, VT

**Michigan Securities, Inc.**

21415 Civic Center Drive, No. 200  
Southfield, MI 48076

States Licensed: MI, FL, CA, WI, IL, PA, WA, MD

**SunAmerica Securities, Inc.**

2800 N. Central Avenue, Suite 1900  
Phoenix, AZ 85004

States Licensed: All States

**Tower Equities, Inc.**

8141 North Main Street  
Dayton, OH 45414

States Licensed: AL AZ CA CO CT DE FL GA HI ID IL IN KY LA MD MA MI MS  
MO NV NH NJ NY NC OH OK PA RI SC SD TN TX UT VA WA WV WI